

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

IVAN M. BARON, Individually and on
Behalf of All Others Similarly Situated,

Plaintiff,

vs.

TALKSPACE, INC., OREN FRANK, MARK
HIRSCHHORN, HEC SPONSOR LLC,
DOUGLAS L. BRAUNSTEIN, DOUGLAS
G. BERGERON, JONATHAN DOBRES,
ROBERT GREIFELD, AMY SCHULMAN,
THELMA DUGGIN, HUDSON
EXECUTIVE CAPITAL LP, and HEC
MASTER FUND LP,

Defendants.

Case No. 1:22-cv-00163-PGG

NOTICE OF MOTION OF ERIC D.
JOHNSON AND LUIS DIAZ VALDEZ
FOR CONSOLIDATION, APPOINTMENT
AS CO-LEAD PLAINTIFFS, AND
APPROVAL OF LEAD COUNSEL

LUIS DIAZ VALDEZ, Individually and
on Behalf of All Others Similarly Situated,

Plaintiff,

v.

TALKSPACE, INC., OREN FRANK,
MARK HIRSCHHORN, HEC SPONSOR
LLC, DOUGLAS L. BRAUNSTEIN,
DOUGLAS G. BERGERON, JONATHAN
DOBRES, ROBERT GREIFELD, AMY
SCHULMAN, THELMA DUGGIN,
HUDSON EXECUTIVE CAPITAL LP, and
HEC MASTER FUND LP,

Defendants.

Case No. 1:22-cv-00840-PGG

TO: ALL PARTIES AND THEIR COUNSEL OF RECORD

PLEASE TAKE NOTICE that Eric D. Johnson and Luis Diaz Valdez (collectively, “Johnson and Valdez”), by and through their counsel, will and do hereby move this Court, pursuant to Section 21D(a)(3) of the Securities Exchange Act of 1934, 15 U.S.C. § 78u-4(a)(3), as amended by the Private Securities Litigation Reform Act of 1995 (the “PSLRA”), and Federal Rule of Civil Procedure 42, for an Order: (1) consolidating the above-captioned related actions (the “Related Actions”); (2) appointing Johnson and Valdez as Co-Lead Plaintiffs on behalf of a class consisting of (a) all persons or entities that purchased or otherwise acquired Talkspace, Inc. (“Talkspace”) f/k/a Hudson Executive Investment Corporation (“HEIC”) securities between June 11, 2020 and November 15, 2021, both dates inclusive, and/or (b) all holders of Talkspace common stock as of the record date for the special meeting of shareholders held on June 17, 2021 to consider approval of the merger between HEIC and Talkspace (the “Merger”) and entitled to vote on the Merger (the “Class”); and (3) approving proposed Co-Lead Plaintiffs’ selection of Pomerantz LLP as Lead Counsel for the Class.

Johnson and Valdez are aware of Rule IV.A. of the Individual Rules of Practice of the Honorable Paul G. Gardephe in Civil Cases (“Judge Gardephe’s Rules”), which provides, in relevant part: “Pre-motion conferences are required for . . . Fed. R. Civ. P. 42 motions.” Johnson and Valdez are also aware of Rule IV.C. of Judge Gardephe’s Rules regarding the “Bundling Rule,” which provides, in relevant part, that movants “shall electronically file motion and reply papers on ECF only when the entire motion has been briefed” (emphasis in original). Here, pursuant to the PSLRA, the deadline to file a motion for appointment as Lead Plaintiff in the Related Actions is March 8, 2022, on which date any member of the putative Class may so move. *See* 15 U.S.C. § 78u-4(a)(3)(A)(i)(II) & (a)(3)(B)(i)-(ii). Johnson and Valdez will thus

not know the identities of the other putative Class members, if any, who intend to file competing Lead Plaintiff motions until March 9, 2022—the day after the statutory deadline—making a pre-motion conference with the Court and compliance with the Bundling Rule prior to the filing of Johnson and Valdez’s motion papers impracticable. Under these circumstances, Johnson and Valdez respectfully request that compliance with Judge Gardephe’s Rules IV.A. and IV.C. be waived in this instance. Alternatively, Johnson and Valdez respectfully submit that the 60-day PSLRA deadline falls within the exception provided for in Rule IV.C.1. of Judge Gardephe’s Rules, which states, in relevant part: “Upon notice to the court, a party may file a motion before briefing is completed if waiting to file until the motion is fully briefed could result in the loss of a right Nothing in these Individual Practices supersedes a specific time period for filing a motion specified by statute . . . where failure to comply with the specified time period could result in forfeiture of a substantive right.”

Dated: March 8, 2022

Respectfully submitted,

POMERANTZ LLP

/s/ Jeremy A. Lieberman

Jeremy A. Lieberman

J. Alexander Hood II

James M. LoPiano

600 Third Avenue, 20th Floor

New York, New York 10016

Telephone: (212) 661-1100

Facsimile: (212) 661-8665

jalieberman@pomlaw.com

ahood@pomlaw.com

jlopiano@pomlaw.com

*Counsel for Eric D. Johnson and Luis Diaz Valdez
and Proposed Lead Counsel for the Class*

BRONSTEIN, GEWIRTZ &
GROSSMAN, LLC

Peretz Bronstein

60 East 42nd Street, Suite 4600

New York, New York 10165
Telephone: (212) 697-6484
Facsimile: (212) 697-7296
peretz@bgandg.com

*Additional Counsel for Lead Plaintiff Movant
Eric D. Johnson*